

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JJF)  
) Jointly Administered  
Debtors. )  
Objection Deadline: September 13, 2001 at 4:00 p.m.  
Hearing Date: September 20, 2001 at 10:00 a.m.

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT  
TO SECTIONS 363 AND 365 OF THE BANKRUPTCY CODE AUTHORIZING  
THE DEBTORS TO ASSUME SELL AND ASSIGN A PRIME LEASE  
AND THE ACCOMPANYING SUBLEASES**

TO: American Real Estate Holdings, Limited Partnership, American Real Estate Partners,  
L.P., Icast Corporation, Zaiq Technologies, Inc., CMGI, Inc., and all other parties  
required to receive notice pursuant to Del. Bankr. LR 2002-1.

On August 28, 2001, the above-captioned debtors and debtors in possession  
(collectively, the "Debtors") filed the Debtors' Motion for Entry of an Order Pursuant to  
Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors to Assume, Sell and  
Assign a Prime Lease and the Accompanying Subleases (the "Motion") with the United States

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"), seeking the Courts' approval of the Debtors' assumption, sale and assignment of each of the Dragon Court Lease, the Subleases, the License Agreement and the Non-Disturbance Agreement pursuant to that certain Assignment and Assumption Agreement. A true and correct copy of the Motion is attached hereto.

Any response or objection to the attached Motion must be filed with the Court on or before September 13, 2001 at 4:00 p.m.

At the same time, you must also serve a copy of the response or objection upon

Debtor's counsel:

KIRKLAND & ELLIS  
James H.M. Sprayregen  
James W. Kapp III  
Samuel A. Schwartz  
Roger J. Higgins  
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HEARING ON THE MOTION WILL BE HELD ON SEPTEMBER 20, 2001 AT  
10:00 A.M. BEFORE THE HONORABLE JOSEPH J. FARNAN, JR., UNITED STATES  
DISTRICT COURT, 844 KING STREET, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE  
COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT

FURTHER NOTICE OR HEARING.

Dated: August 28, 2001

KIRKLAND & ELLIS  
James H.M. Sprayregen  
James W. Kapp III  
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200 East Randolph Drive  
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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

/s/ Peter J. Duhig

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Laura Davis Jones (Bar No. 2436)  
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Co-Counsel for the Debtors and Debtors in Possession